

RECORDATION NO. 25814 FILED

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
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SUITE 301  
WASHINGTON, D.C.

AUG 31 '05 2-36 PM  
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

August 31, 2005

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Master Equipment Lease, dated as of August 22, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	Banc of America Leasing & Capital, LLC One Financial Plaza Providence, Rhode Island 02903-2448
Lessee:	Railtex, Inc. 5300 Broken Sound Boulevard, NW Boca Raton, Florida 33487

Mr. Vernon A. Williams  
August 31, 2005  
Page 2

A description of the railroad equipment covered by the enclosed document  
is:

3 locomotives: IORY 4072, CORP 4073 and CORP 4074.

A short summary of the document to appear in the index is:

Memorandum of Master Equipment Lease.

Also enclosed is a check in the amount of \$33.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm  
Enclosures

Banc of America Leasing & Capital, LLC  
One Financial Plaza  
Providence, Rhode Island 02903-2305

RECORDATION NO. 25814 FILED

FILED AND RECORDED WITH THE SURFACE TRANSPORTATION BOARD

AUG 31 '05 2-36 PM

On: \_\_\_\_\_  
At: \_\_\_\_\_  
And given Recordation No.: \_\_\_\_\_

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF MASTER EQUIPMENT LEASE AGREEMENT dated as of August 22, 2005 by and between Banc of America Leasing & Capital, LLC, a Delaware, limited liability company ("Lessor") and RailTex, Inc., a Texas corporation ("Lessee"), as such agreement relates to Lease Schedule No. 15570-11500-002 thereof (together, the "Lease").

WITNESSETH:

1. Pursuant to the Lease, Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, three (3) Locomotives bearing the Reporting Marks/Road Numbers and Serial Numbers set forth on the Schedule A attached hereto.
2. The Lease shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Master Equipment Lease Agreement to be signed and sealed by their respective duly authorized signatories as of the date set forth below.

Dated as of: \_\_\_\_\_

Lessor:  
BANC OF AMERICA LEASING & CAPITAL, LLC

Lessee:  
RAILTEX, INC.

By: Sandra Buonaiuto

By: Larry W Bush

Name: Sandra Buonaiuto

Name: Larry W Bush

Title: Vice President

Title: VP & Treasurer

STATE OF: FLORIDA

COUNTY OF: PALM BEACH

SS.

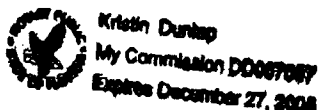
On August 30, 2005 before me, Kristin Dunlap  
(Notary Name and Title)

personally appeared LARRY W. BUSH personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Kristin Dunlap

(Notary Seal)



STATE OF: Rhode Island

SS.

COUNTY OF: Providence

On August 31, 2005 before me, Denise C Simpson, Notary  
(Notary Name and Title)

personally appeared Sandra Buonaiuto personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Denise C Simpson  
expires 03/25/06  
(Notary Seal)

**Banc of America Leasing & Capital, LLC****SCHEDULE A EQUIPMENT**

Attached hereto and made part of the following documents: Lease Schedule No. 15570-11500-002, Acceptance Certificate, UCC Financing Statement

With: **RAILTEX, INC.**

APPLICABLE RECOVERY PERIOD: 7 years

Quantity	Model	Description	Serial # / Road #
Vendor: National Railway Equipment Company			
Equipment is Currently Located At: 497 Circle Freeway Dr., Cincinnati, OH 45246			
1	SD40T-2	Refurbished Locomotive, 3000 hp, 6 Axles, Gear Ratio 62:15, Dynamic Braking, Engine Model Number 16-645-E3, Fuel Capacity 4000 Gallons, Retention Tank, Electric Heated Cab, Toilet	786174-36 / IORY 4072
Equipment is Currently Located At: 341 Bethel Dr., Eugene, OR 97402			
2	SD40T-2	Refurbished Locomotive, 3000 hp, 6 Axles, Gear Ratio 62:15, Dynamic Braking, Engine Model Number 16-645-E3, Fuel Capacity 4000 Gallons, Retention Tank, Electric Heated Cab, Toilet	786174-73 / CORP 4073 786265-3 / CORP 4074

WITH ALL STANDARD AND ACCESSORY EQUIPMENT

**BANC OF AMERICAN LEASING & CAPITAL, LLC**      **RAILTEX, INC.**

By: \_\_\_\_\_

By: \_\_\_\_\_

Name: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Title: \_\_\_\_\_

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

8/31/05



\_\_\_\_\_  
Robert W. Alvord